

By-Laws of the Old Forge Library Association

Article I-Name and Purpose

1. The corporation shall be known as the Old Forge Library Association.
2. The principal office of the corporation is located in Old Forge, Herkimer County, New York.
3. The corporation is a New York Not-for-Profit Corporation, a “Charitable Corporation” as defined by the Not-for-Profit Corporation Law, and is exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.
4. The purposes of the corporation are set forth in the Certificate of Incorporation, as may be amended and qualify the corporation for exemption from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended.
5. The Purpose of the Corporation is stated in its mission statement:
The Mission of the Old Forge Library is to provide materials and services to enhance the quality of life in our community. We welcome and support all in the pursuit of lifelong learning. We believe that the freedoms to read, to learn, to inspire, and to discover will provide enjoyment, enrich lives and strengthen our community. We strive to provide equal access to information, ideas and knowledge through books, programs, the arts, and other resources to year-round and seasonal residents.

Article II- Board of Trustees and Officers

1. The corporation shall be governed by a Board of Trustees. The Board of Trustees shall have ultimate authority in governing the operations, finances and affairs of the corporation. The board, with the advice of various committees, shall implement, monitor and modify as necessary policies and procedures necessary for proper management. It shall be empowered to employ necessary staff, retain necessary professional assistance, authorize agreements and expenditures and shall take all necessary and proper steps to advance the purposes and promote the best interests of the corporation.
2. There shall be 11 seats on the Board of Trustees.
3. The term of office of trustees shall be five (5) years. Vacancies which occur for reasons other than expiration of term, shall be filled for the balance of the unexpired term by the Board of Trustees.
4. The Officers of the board shall be a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer.

1. Officers shall be elected at the Annual Meeting by a majority of the Board. **Mid-term vacancies may be filled for the balance of the unexpired term by the Board of Trustees.**
2. The President of the Board may serve a maximum of five (5) consecutive **one-year** terms in that office. **The Board may extend any term limit with a majority vote.** All other officers may serve one year terms with no limit on consecutive terms.
3. The President shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees and their chairpersons, execute all documents authorized by the Board, serve as ex-officio voting member of all committees and all other duties associated with that office.
4. The Vice-President, in the event of the absence or disability of the President or of a vacancy in that office, shall assume and perform the duties of the President.
5. The Recording Secretary shall keep a true and accurate record of all meetings of the Board, shall issue notices of all regular and special meetings of the Board, and shall perform such other duties as are generally associated with that office.
6. The Corresponding Secretary shall take care of all correspondence.
7. The Treasurer shall be the disbursing officer of the Board; shall sign **all** checks; and shall perform such duties as are generally associated with the office. An assistant Treasurer will be selected by the Board to assist the Treasurer in the performance of his or her duties.
8. A Trustee may resign at any time by giving notice to the Board of Trustees, the President, or the Secretary. Acceptance of the resignation shall not be necessary to make it effective.
9. Trustees and officers may be suspended or removed, with or without cause, by a two-thirds (2/3) majority vote of the board at any meeting. At a meeting where a vote to suspend or remove a trustee is to be taken, the trustee in question may attend and shall be given an opportunity to argue in his/her defense.
10. Any trustee or officer may resign by notification to the President or Secretary. Such resignation shall be effective upon receipt, unless it is specified to be effective at some later date.
11. Interim vacancies for trustees or officers may be filled at a regular board meeting, at which time a person may be elected by a majority of trustees present to serve the remainder of the term.

Article III- Meetings

1. Regular meetings shall be held the second Thursday of each month in the Old Forge Library, at a time determined by the Board, and shall be open to the public.
2. An Annual Meeting shall be convened by the Board of Trustees on the second Thursday of February each year for the purposes of electing Trustees, electing Officers, and transacting such other and further business of the corporation. Reasonable advance notice of the time, date and location of the Annual Meeting shall be provided.
3. Special meetings shall be held at the call of the President or any three trustees.
4. A quorum will exist if five Board members are present. In the absence of a quorum, the trustees present may adjourn the meeting to a date determined, and written notice thereof shall be sent to all trustees.
5. Any member of the public attending a meeting may speak, regardless of residency. Two opportunities to speak will be provided, one at the opening of the meeting and again just prior to adjournment.
6. The order of business for regular meetings shall be as follows:
 1. Roll Call
 2. Review of Minutes of previous meeting(s)
 3. Treasurer's report
 4. Report of the Library Director
 5. Committee reports
 6. Unfinished business
 7. Nominations and elections, if any
 8. New business
 9. Adjournment

Article IV- Committees

1. A. The following shall be committees **of the Board**:

1. Budget and Finance
2. Building and Grounds
3. Nominating
4. Fund Appeal
1. 5. **Policy**

1. B. **The following shall be committees of the Library:**

1. Book selection
2. Publicity/Outreach

1. C. One (1) member of the board shall act as Liaison with the Friends of the Library
3. The President of the Board shall appoint all committee members.
4. **Ad hoc** Committees may be appointed by the President with the approval of the Board. Non-Board members may be appointed to committees **of the Library as advisors** to bring their special capabilities for the resolution of a problem confronting the committee.
5. All “**Committee of the Library**” actions are subject to approval by a majority of the Board.

Article V- Library Director

1. The Board shall appoint a qualified Library Director who shall be the executive and administrative officer of the library, and shall be under its review and direction. **in accordance with its employment policy.**
2. The Library Director shall recommend to the Board the appointment of, and specify the duties of, the library employees. No appointments, promotions or dismissals shall be made without this recommendation. In addition, the Library Director is responsible: (a) for the care and maintenance of the library property; (b) for an adequate and proper selection of books in cooperation with the Book Selection Committee; (c) for the efficiency **and diversity** of service to the public; and (d) for the operation of the library within the budgeted appropriation.
3. The Library Director shall be in charge of program planning. **with the assistance of the Friends of the Library.**
4. It shall be the duty of the Library Director to attend meetings of the Board, to participate in the discussions and deliberations, and to offer professional advice, but shall not have the right to vote thereon.
5. Annually, the Board of Trustees shall engage in an analysis of the compensation of the Library Director and other staff, to run concurrently with annual performance evaluations.

Article VI-Indemnification of Trustees, Officers and Employees

Provided that it first obtains and subsequently maintains a Trustees and Officers liability insurance policy with coverage limits deemed appropriate by qualified professionals, the corporation shall indemnify its trustees, officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney’s fees, in connection with any claim asserted by court action or otherwise.

Article VII- Amendments

These By-Laws may be repealed, amended or revised by a majority vote of the Board at a regular meeting. Such action may be taken, however, only after the substance of the proposed repeal, amendment, or addition has been presented at a prior regular meeting or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered.

Article VIII- Rescissions

All previous versions of approved Old Forge Library Association By-Laws, including those promulgated in February 1994 and February 2011 are hereby rescinded.

Amended: June 2020